

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	§	Chapter 11
	§	
W. R. GRACE & CO., et al.,	§	Case No. 01-01139 (JKF)
	§	RE: 20224 * 20539
<i>Debtors.</i>	§	Jointly Administered

**ORDER PURSUANT TO SECTIONS 327 AND 1107 OF THE BANKRUPTCY  
CODE AUTHORIZING RETENTION *NUNC PRO TUNC* OF KARL HILL  
ESQ., AS COUNSEL TO HON. ALEXANDER SANDERS, JR., LEGAL  
REPRESENTATIVE FOR FUTURE ASBESTOS-RELATED  
PROPERTY DAMAGE CLAIMANTS AND HOLDERS OF DEMANDS**

Upon consideration of the application (the "Application") of Alexander M. Sanders, Jr., the Proposed Legal Representative for Future Asbestos-Related Property Damage Claimants and Holders of Demands (the "PDFCR") for the entry of an Order pursuant to section 327(a) and 1107(b) of the Bankruptcy Code, authorizing the Debtor to retain Karl Hill, Esq. to represent him as counsel in the above-referenced Chapter 11 Cases *nunc pro tunc* to September 29, 2009, after notice and hearing, and this Court being satisfied that: (i) Mr. Hill does not hold or represent any interest adverse to the PDFCR, the Debtors, their creditors, or this Bankruptcy Estate with respect to the matters for which Mr. Hill is to be engaged; (ii) Mr. Hill is a disinterested person within the meaning of section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and has disclosed any matter which he believes could bear upon the finding by this Court that Mr. Hill is such a "disinterested person;" and (iii) that the employment and retention of Mr. Hill is necessary and in the best interests of the PDFCR, the Debtors, their creditors and this Bankruptcy Estate; and it appearing that the notice of the Applications were good and sufficient under the circumstances and that no other or further notice need be given,

and this Court finding good cause for the relief requested thereby, it is hereby

ORDERED that the Application is granted; and it is further

ORDERED that pursuant to sections 327 and 1107 of the Bankruptcy Code, the PDFCR shall be, and hereby is, authorized and empowered to employ and retain Karl Hill, Esq. and his law firm as local counsel to the PDFCR for all matters related to these Chapter 11 Cases; and it is further

ORDERED that all notices, orders, documents, and pleadings filed in connection with these Chapter 11 Cases shall be served upon Karl Hill, Esq., Seitz, Van Ogtrop & Green, P.A., 222 Delaware Avenue, Suite 1500, Post Office Box 68, Wilmington, Delaware 19899; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Signed this 23<sup>rd</sup> day of January, 2009

*Judith K. Fitzgerald*  
UNITED STATES BANKRUPTCY JUDGE  
SAT